

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

In Re: Northstar Education Finance, Inc.,
Contract Litigation

This document relates to:
All Actions

MDL No. 08-1990 (D. Minn.)

Judge Donovan W. Frank

Magistrate Judge Jeffrey J. Keyes

**JOINT MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT,
CONDITIONAL CERTIFICATION OF SETTLEMENT CLASS, AND
APPROVAL OF NOTICE TO BE FURNISHED TO SETTLEMENT CLASS**

Plaintiffs on behalf of themselves and members of the proposed settlement class (the “Settlement Class” or “Class”) and Defendant Northstar Education Finance, Inc. d/b/a Total Higher Education (“Northstar”) jointly move the Court for entry of an Order granting preliminary approval of a proposed settlement (the “Settlement”) between Plaintiffs and Defendant. Additionally, to advance the Settlement toward final approval, Plaintiffs and Defendant jointly ask the Court to:

1. Preliminarily approving the [Proposed] Stipulation of Class Action Settlement (“Settlement”) between Plaintiffs and with Defendant Northstar Education Finance, Inc. d/b/a Total Higher Education (“Northstar”) pursuant to Fed. R. Civ. P. 23(e);
2. Conditionally certifying the proposed settlement class (“Settlement Class” or the “Class”);
3. Appointing Interim Class Counsel as Settlement Class Counsel, for all purposes;

4. Approving the form and content of the proposed Class Notice, pursuant to Fed. R. Civ. P. 23(c)(2)(B), and directing its dissemination to the Settlement Class pursuant to Fed. R. Civ. P. 23(e)(1);

5. Establishing a date for the final fairness hearing pursuant to Fed. R. Civ. P. 23(e)(1)(c);

6. Setting deadlines for accomplishing other steps in the Settlement-approval process; and

7. Staying the proceedings against Defendant in accordance with the terms of the Settlement.

This motion is based on the record in each individual action and in this consolidated multidistrict litigation, as well as the Memoranda of Law to be submitted by each party, Affidavits supporting this Motion and the Memoranda of Law, and a Proposed Order served and filed with this Motion.

Dated: December 14, 2009

LOCKRIDGE GRINDAL NAUEN P.L.L.P.

/s/ Robert K. Shelquist
Robert K. Shelquist (#21310X)
100 Washington Avenue South, Suite 2200
Minneapolis, Minnesota 55401
Tel: (612) 339-6900
Fax: (612) 339-0981
rkshelquist@locklaw.com

Adam J. Levitt
John E. Tangren
**WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLC**
55 West Monroe Street, Suite 1111
Chicago, Illinois 60603
Tel: (312) 984-0000
Fax: (312) 984-0001
levitt@whafh.com
tangren@whafh.com

Charles S. Zimmerman
ZIMMERMAN REED, PLLP
651 Nicollet Mall, Suite 501
Minneapolis, Minnesota 55402
Tel: (612) 341-0400
Fax: (612) 341-0844
Charles.Zimmerman@zimmreed.com

***Plaintiffs' Interim Class Counsel and
Proposed Settlement Class Counsel***

Jason J. Thompson
SOMMERS SCHWARTZ P.C.
2000 Town Center, Suite 900
Southfield, Michigan 48075
Tel: (248) 355-0300
Fax: (248) 746-4001

Brian S. Kabateck
Richard L. Kellner
Niall G. Yamane
**KABATECK BROWN
KELLNER LLP**
644 South Figueroa Street
Los Angeles, California 90017
Tel: (213) 217-5000
Fax: (213) 217-5010

Plaintiffs' Executive Committee

Dated: December 14, 2009

LEONARD, STREET AND DEINARD

/s/ Todd A. Noteboom

Todd A. Noteboom, #240047

David A. Applebaum, #350606

Arthur G. Boylan, #338229

150 South Fifth Street, Suite 2300

Minneapolis, Minnesota 55402

Tel: (612) 335-1894

Fax: (612) 335-1657

todd.noteboom@leonard.com

david.applebaum@leonard.com

Counsel for Defendant